

TERMS OF REFERENCE FOR THE GOVERNANCE & HUMAN RESOURCES COMMITTEE

I. PURPOSE

The purpose of the Governance & Human Resources Committee (“the Committee”) is to provide a focus on governance that will enhance the Authority’s performance, assist the Board in fulfilling its obligations relating to human resource and compensation matters and to establish a plan of continuity and development of senior management. The Committee assesses and makes recommendations regarding Board effectiveness, provides direction regarding ongoing director development and leads the process for recommending director criteria to the Government for consideration when appointing directors.

II. COMPOSITION AND OPERATIONS

- A. The Committee shall be composed of not fewer than three directors and not more than five directors.
- B. The Committee shall operate in a manner that is consistent with the Committee Guidelines outlined in Tab 12 of the Board Manual.
- C. The Committee shall meet at least two times each year.

III. DUTIES AND RESPONSIBILITIES

The Committee has the responsibility to:

Governance

- A. Review annually, for Board approval, a Board Governance Manual outlining the policies and procedures by which the Board will operate and the terms of reference for the Board, the Board Chair, the Chief Executive Officer (the “CEO”), Directors and Committees.
- B. Recommend to the Board, and annually implement, an appropriate evaluation process for the Board, the Board Chair, and committees and assume responsibility for recommending an individual director evaluation at the appropriate time.
- C. Develop recommendations regarding the essential and desired experiences and skills for potential directors (i.e. a ‘Needs’ matrix), taking into

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consideration the Board's short-term needs and long-term succession plans.

- D.** In consultation with the CEO, recommend to the Government the criteria and potential candidates the Minister should consider when appointing directors to the Board.
- E.** Review, monitor and make recommendations regarding director orientation and ongoing development.
- F.** Ensure there is a system that enables a committee or director to engage separate independent counsel in appropriate circumstances, at the Authority's expense, and be responsible for the ongoing administration of such a system (Tab 9).
- G.** Recommend to the Board any reports on governance that may be required or considered advisable.
- H.** At the request of the Board Chair or the Board, undertake such other corporate governance initiatives, as may be necessary or desirable, to contribute to the success of the Authority

Human Resources

- A.** Recommend a performance evaluation process for the CEO and when approved, lead the implementation of the evaluation process.
- B.** Review and recommend the CEO's compensation.
- C.** Review and recommend the Authority's compensation philosophy and guidelines that will govern non-contract and executive positions.
- D.** Review and recommend Terms and Conditions of Employment and Performance Management Program that will govern non-contract and executive positions.
- E.** Review with the CEO existing management resources and plans, including recruitment and learning programs, to ensure that qualified personnel will be available for succession to executive positions at the Authority and key

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officer positions in its reporting organizations, and report on this matter to the Board at least once each year.

- F.** Review and endorse major changes in the organizational structure of management as proposed by the CEO.
- G.** Recommend policy statements on broad Human Resource' matters such as Occupational Health and Safety, Ethics, Code of Conduct, etc.
- H.** Review with the CEO any significant outside commitments the CEO is considering before the commitment is made. This includes commitments to act as a director or trustee of for-profit and not-for-profit organizations.
- I.** Review tentative bargaining settlements as proposed by HEABC and recommend to the Board ratification or rejection.
- J.** Receive and review on a periodic basis a report on Human Resources' performance indicators.
- K.** Recommend to the Board a position and a course of action to address Human Resources' challenges on such matters as resourcing, collective bargaining, non-contract compensation or legislative changes.
- L.** Review on an annual basis the corporate Human Resources' Vision and Strategic Plan.

IV. ACCOUNTABILITY

The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.

V. COMMITTEE TIMETABLE

The Committee's schedule of activities is outlined below.

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Activity	Date											
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
GOVERNANCE												
A. Board Manual	X											
B. Board Evaluation	X											
C. New Director Criteria											X	
D. Recommend Nominees	X											
E. Director Orientation and Development Plan											X	
HUMAN RESOURCES												
A. CEO evaluation process					X							
B. CEO compensation							X					
C. Approval of Key Result Areas and CEO's Personal Goals for fiscal year							X					
D. Compensation philosophy & guidelines					X							
E. Review management resources & organizational structure with CEO					X							
F. Policy Statements	Ongoing											
G. Bargaining Settlements	As required											
H. HR Indicators					X						X	
I. Human Resources' Strategic Plan								X				
J. WCB Issues					X						X	